

Prepared by:

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CERTIFICATE OF TRUST

This Certificate of Trust is executed and recorded in accordance with the provisions of Mississippi Code Annotated § 91-9-7 (1972 as amended).

The name of the trust is: The Mary Elaine Hamilton Third Party Special Needs Trust.
The date of the trust is April 25th, 2011.

The street/mailling address of the office of the trust is: 4089 Squire Cove, Southaven, Mississippi 38671.

The names and street/mailling address of the trustees is: William H. Hamilton, Jr. and Theresea C. Hamilton, 4089 Squire Cove, Southaven, Mississippi 38671.

The names and street/mailling address of the grantors is: William H. Hamilton, Jr. and Theresea C. Hamilton, 4089 Squire Cove, Southaven, Mississippi 38671.

The legal description of all interests in real property owned by or conveyed to the trust is: None as of the date of execution hereof.

The trust is anticipated to terminate upon the death of the beneficiary, Mary Elaine Hamilton (date of birth, September 8, 2010).

The general powers granted to the trustee are all powers allowable under the provisions of the Mississippi Uniform Trustees' Powers Law, Mississippi Code Annotated §§ 91-9-101 et seq. (1972 as amended). (See attached.)

This Certificate of Trust is executed this 25th day of April, 2011.


William H. Hamilton, Jr.
WILLIAM H. HAMILTON, JR., Grantor and Co-Trustee

Theresea C. Hamilton
THERESEA C. HAMILTON, Grantor and Co-Trustee

ACKNOWLEDGEMENTS

STATE OF MISSISSIPPI
COUNTY OF DeSoto


Personally appeared this 25 day of April, 2011 before me, the undersigned Notary Public, William H. Hamilton, Jr., who acknowledged to me that he executed the foregoing instrument of writing as Grantor and Co-Trustee on the day and year therein mentioned as his voluntary act and deed.

My Commission Expires 1/31/2015


Sheila C. Wilkes
NOTARY PUBLIC

STATE OF MISSISSIPPI
COUNTY OF DeSoto

Personally appeared this 25 day of April, 2011 before me, the undersigned Notary Public, William H. Hamilton, Jr. and Theresea C. Hamilton, who acknowledged to me that she executed the foregoing instrument of writing as Grantor and Co-Trustee on the day and year therein mentioned as her voluntary act and deed.

My Commission Expires 1/31/2015


Sheila C. Wilkes
NOTARY PUBLIC

Exhibit -- Trustees Powers (Mississippi Code § 91-9-107)

- (a) To collect, hold and retain trust assets received from a trustor until, in the judgment of the trustee, disposition of the assets should be made; and the assets may be retained even though they include an asset in which the trustee is personally interested;
- (b) To receive additions to the assets of the trust;
- (c) To continue or participate in the operation of any business or other enterprise, and to effect incorporation, dissolution or other change in the form of the organization of the business or enterprise;
- (d) To acquire an undivided interest in a trust asset in which the trustee, in any trust capacity, holds an undivided interest;
- (e) To invest and reinvest trust assets in accordance with the provisions of the trust or as provided by law;
- (f) To deposit trust funds in a bank, including a bank operated by the trustee;
- (g) To acquire or dispose of an asset, for cash or on credit, at public or private sale; and to manage, develop, improve, exchange, partition, change the character of, or abandon a trust asset or any interest therein; and to encumber, mortgage or pledge a trust asset for a term within or extending beyond the term of the trust, in connection with the exercise of any power vested in the trustee;
- (h) To make ordinary or extraordinary repairs or alterations in buildings, improvements or other structures; to demolish any improvements; to raze existing or erect new party walls, buildings or improvements;
- (i) To subdivide, develop or dedicate land to public use; or to make or obtain the vacation or plats and adjust boundaries; or to adjust differences in valuation on exchange or partition by giving or receiving consideration; or to dedicate easements to public use without consideration;
- (j) To enter for any purpose into a lease as lessor or lessee with or without option to purchase or renew for a term within or extending beyond the term of the trust;
- (k) To enter into a lease or arrangement for exploration and removal of minerals or other natural resources, or enter into a pooling or unitization agreement;
- (l) To grant an option involving disposition of a trust asset, or to take an option for the acquisition of any asset;
- (m) To vote a security, in person or by general or limited proxy;
- (n) To pay calls, assessments and any other sums chargeable or accruing against or on account of securities;
- (o) To sell or exercise stock subscription or conversion rights; to consent, directly or through a committee or other agent, to the reorganization, consolidation, merger, dissolution or liquidation of a corporation or other business enterprise;
- (p) To hold a security in the name of a nominee or in other form without disclosure of the trust, so that title to the security may pass by delivery, but the trustee is liable for any act of the nominee in connection with the stock so held;
- (q) To insure the assets of the trust against damage or loss, and the trustee against liability with respect to third persons;
- (r) To borrow money to be repaid from trust assets or otherwise; to advance money for the protection of the trust and for all expenses, losses and liability sustained in the

administration of the trust or because of the holding or ownership of any trust assets, for which advances with any interest the trustee has a lien on the trust assets as against the beneficiary;

- (s) To pay or contest any claim; to settle a claim by or against the trust by compromise, arbitration or otherwise; and to release, in whole or in part, any claim belonging to the trust to the extent that the claim is uncollectible;
- (t) To pay taxes, assessments, compensation of the trustee, and other expenses incurred in the collection, care, administration and protection of the trust;
- (u) To allocate items of income or expense to either trust income or principal, as provided by law, including creation of reserves out of income for depreciation, obsolescence or amortization, or for depletion in mineral or timber properties;
- (v) To pay any sum distributable to a beneficiary under legal disability, without liability to the trustee, by paying the sum to the beneficiary or by using same for his benefit or by paying the sum for the use of the beneficiary either to a legal representative appointed by the court, or if none, to a relative or to an adult person with whom beneficiary is residing, who is believed to be reliable by trustee;
- (w) To effect distribution of property and money in divided or undivided interests and to adjust resulting differences in valuation;
- (x) To employ persons, including attorneys, auditors, investment advisors or agents, even if they are associated with the trustee, to advise or assist the trustee in the performance of his administrative duties; to act without independent investigation upon their recommendations; and instead of acting personally, to employ one or more agents to perform any act of administration, whether or not discretionary;
- (y) To prosecute or defend actions, claims or proceedings for the protection of trust assets and of the trustee in the performance of his duties;
- (z) To execute and deliver all instruments which will accomplish or facilitate the exercise of the powers vested in the trustee.